

READ INSTRUCTIONS CAREFULLY  
BEFORE PROCEEDING

FEDERAL COMMUNICATIONS COMMISSION  
REMITTANCE ADVICE

Approved by OMB  
3060-0549

Page 1 of 1

(1) LOCK BOX # <b>358145</b>		SPECIAL USE ONLY	
		FCC USE ONLY	
BROADCAST PAYER INFORMATION			
(2) PAYER NAME (If paying by credit card enter name exactly as it appears on the card) <b>David Cossou</b>		(3) TOTAL AMOUNT PAID (U.S. Dollars and cents) <b>\$895.00</b>	
(4) STREET ADDRESS LINE NO. 1 <b>2120 L St. N.W.</b>			
(5) STREET ADDRESS LINE NO. 2 <b>Suite 520</b>			
(6) CITY <b>Washington</b>		(7) STATE <b>D.C.</b>	(8) ZIP CODE <b>20037</b>
(9) DAYTIME TELEPHONE NUMBER (include area code) <b>202 296 8890</b>		(10) COUNTRY CODE (if not in U.S.A.)	
FCC REGISTRATION NUMBER (FRN) REQUIRED			
(11) PAYER (FRN) <b>0013138680</b>		(12) FCC USE ONLY	
IF MORE THAN ONE APPLICANT, USE CONTINUATION SHEETS (FORM 159-C) COMPLETE SECTION BELOW FOR EACH SERVICE. IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET			
(13) APPLICANT NAME <b>Pymatuning Holding Company, Inc., c/o American Broadband Communications, Inc.</b>			
(14) STREET ADDRESS LINE NO. 1 <b>1734 Denton Ct</b>			
(15) STREET ADDRESS LINE NO. 2			
(16) CITY <b>Crofton</b>		(17) STATE <b>MD</b>	(18) ZIP CODE <b>21114</b>
(19) DAYTIME TELEPHONE NUMBER (include area code) <b>410 451 3578</b>		(20) COUNTRY CODE (if not in U.S.A.)	
FCC REGISTRATION NUMBER (FRN) REQUIRED			
(21) APPLICANT (FRN) <b>0013138581</b>		(22) FCC USE ONLY	
COMPLETE SECTION C FOR EACH SERVICE. IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET			
(23A) CALL SIGN/OTHER ID <b>The requisite filing</b>	(24A) PAYMENT TYPE CODE <b>CUT FCC Form 159 Remittance</b>	(25A) QUANTITY <b>1 drive is being</b>	
(26A) FEE DUE FOR (PTC) <b>\$895.00</b>	(27A) TOTAL FEE <b>\$895.00</b>	(28A) FCC CODE 1	
(28A) FCC CODE 1		(29A) FCC CODE 2	
(23B) CALL SIGN/OTHER ID	(24B) PAYMENT TYPE CODE	(25B) QUANTITY	
(26B) FEE DUE FOR (PTC)	(27B) TOTAL FEE	(28B) FCC CODE 1	
(28B) FCC CODE 1		(29B) FCC CODE 2	
SECTION D - CERTIFICATION			
CERTIFICATION BY PAYER <b>David Cossou</b> certify under penalty of perjury that the foregoing and supporting information is true and correct to the best of my knowledge, information and belief.			
SIGNATURE <b>David Cossou</b>		DATE <b>3/23/05</b>	

William Dwyer, Competition Policy Division  
Thomas J. Blum, Competition Policy Division

**KRASKIN, MOORMAN & COSSON, LLC**  
ATTORNEYS AT LAW

**COPY**

2120 L Street, N.W., Suite 520  
Washington, D.C. 20037

Telephone (202) 296-8890  
Telecopier (202) 296-8893

**RECEIVED**

March 23, 2005

MAR 23 2005

Marlene H. Dortch  
Secretary  
Federal Communications Commission  
445 12<sup>th</sup> St., S.W.  
Washington, D.C. 20554

Federal Communications Commission  
Office of Secretary

Re: The Pymatuning Independent Telephone Company  
and Pymatuning Holding Company, Inc. and PITC  
Acquisition Sub., Inc. Application for Authorization  
Pursuant to Section 214 of the Communications Act  
of 1934, as Amended, for Transfer of Control

Dear Ms. Dortch:

Attached please find an original and four copies of the Application for Transfer of Control being filed by The Pymatuning Independent Telephone Company, Pymatuning Holding Company, Inc., and PITC Acquisition Sub., Inc. pursuant to Section 214 of the Communications Act and Section 63.04 of the Commission's Rules.

The requisite filing fee and FCC Form 159 Remittance Advice is being submitted by Courier to Mellon Bank, Pittsburgh, Pennsylvania on this date.

Please acknowledge receipt on the "stamp and return" duplicate document attached for this purpose. Please contact me if there are any questions regarding this matter.

Sincerely yours



David Cosson  
Counsel to The Pymatuning Independent Telephone  
Company, et al.

Cc: William Dever, Competition Policy Division  
Tracey Wilson-Parker, Competition Policy Division

**BEFORE THE  
FEDERAL COMMUNICATIONS COMMISSION  
WASHINGTON, DC 20554**

In the Matter of )  
 )  
The Pymatuning Independent Telephone )  
Company )  
 )  
and )  
 )  
Pymatuning Holding Company, Inc. and )  
PITC Acquisition Sub. Inc. )  
 )  
Application for Authorization Pursuant to )  
Section 214 of the Communications Act of 1934, )  
as Amended, for Transfer of Control )

File No. \_\_\_\_\_

**APPLICATION FOR TRANSFER OF CONTROL**

Pymatuning Holding Company, Inc., PITC Acquisition Sub Inc. (together "Pymatuning Holdings" or "Transferee") and The Pymatuning Independent Telephone Company ("Pymatuning Telco" or "Transferor") (collectively the "Applicants"), by their undersigned counsel, and pursuant to Section 214 of the Communications Act of 1934, as amended, 47 U.S.C. § 214 (the "Act"), and Section 63.04 of the rules of the Federal Communications Commission ("FCC" or the "Commission"), 47 C.F.R. § 63.04, hereby request authority to transfer control of Pymatuning Telco to Pymatuning Holdings. As described in this application, Transferor has agreed to an Agreement and Plan of Merger under which Pymatuning Telco will continue to provide service to its customers upon completion of the transaction.

Pursuant to Section 63.04(a) of the Commission's rules, the Applicants provide the following information in support of this transaction:

**(1) Applicants' Name, Address and Telephone Number**

**Transferor:** The Pymatuning Independent Telephone Company  
5 Edgewood Drive  
Greenville, PA 16125-8832

**Telephone:** (724) 646-5321  
**Facsimile:** (724) 646-5441

**Transferee:** Pymatuning Holding Company, Inc.  
C/O American Broadband Communications LLC  
Attention: William H. Tucker, Chairman  
1734 Denton Court  
Crofton, MD 21114

**Telephone:** (410) 451-3578  
**Facsimile:** (410) 451 2210

**(2) State of Organization**

- (a) The Pymatuning Independent Telephone Company is a Pennsylvania corporation.
- (b) Pymatuning Holding Company, Inc. is a corporation organized under the laws of the State of Delaware. PITC Acquisition Sub, Inc. is a Pennsylvania corporation.

**(3) Contact Information**

All correspondence, notices and inquiries regarding this transaction should be addressed to:

**Transferor:** Jack A. Morris, Vice President, Operations  
Eleanor M. Snyder, Treasurer  
The Pymatuning Independent Telephone Company  
5 Edgewood Drive  
Greenville, PA 16125

**Telephone:** (724) 646-5321  
**Facsimile:** (724) 646 5441

**Transferee:** William H. Tucker, Chairman  
Pymatuning Holding Company, Inc.  
C/O American Broadband Communications, LLC  
1734 Denton Court

Crofton, Md 21114

Telephone: (410) 451-3578

Facsimile: (410) 451 2210

**Copies of all correspondence, notices, and inquiries should also be addressed to:**

David Cosson  
Kraskin, Moorman & Cosson, LLC  
2120 L Street, NW, Suite 520  
Washington, DC 20037

Telephone: (202) 296-8890  
Facsimile: (202) 296-8893

D. Mark Thomas  
Thomas, Thomas, Armstrong & Niesen  
212 Locust Street—Suite 500  
P.O. Box 9500  
Harrisburg, PA 17108-9500

Telephone: (717) 255-7619  
Facsimile: (717) 236-8278

John T. Pattison  
Gary Karl  
Harter, Secrest & Emery LLP  
1600 Bausch & Lomb Place  
Rochester, NY 14604-2711

Telephone: (585) 231 1147  
Facsimile: (585) 232 2152

**(4) Ten percent (10%) Equity Shareholders**

Pymatuning Telco:	Estate of Hazel L. Parker <sup>1</sup>
	Citizenship: U. S.

---

<sup>1</sup> The beneficiaries of the estate are the Greenville Area Public Library and St. Paul Homes which are both non-profit corporations, as well as eight individuals, all of whom are US Citizens. The respective interests of all of the beneficiaries in the estate cannot be accurately determined until the transaction is closed, although the interests of each of four of the individuals is set at 1% of the gross value of the estate.

Principal Business: Telecommunications  
Percent Ownership: 69%

Rodney L. Benton and/or  
Eva Lou Benton  
Citizenship: U.S.  
Principal Business: Telecommunications  
Percent Ownership: 13%

PITC Acquisition Sub, Inc.

Pymatuning Holding Company, Inc.  
Citizenship: United States  
Principal Business: Telecommunications  
Percent ownership: 100%

Pymatuning Holding Company:

American Broadband Communications, LLC  
("ABB LLC")  
Citizenship: United States  
Principal Business: Telecommunications  
Percent Ownership: 49%

Signal Equity Partners II, LP  
Citizenship: United States  
Principal Business: Telecommunications  
Percent Ownership: 51%

American Broadband Communications, Inc., a sister company to ABB LLC, has a 40% interest in American Georgetown, Inc., which, in turn, owns 100% of Georgetown Telephone Company, an Incumbent Local Exchange Carrier in Mississippi. Signal Equity Partners, II, LP owns the remaining 60% of American Georgetown. American Broadband Communications, Inc. has a 49% interest in Northwest Missouri Holdings, Inc., which, in turn, owns 100% of Oregon Farmers Mutual Telephone Company, an Incumbent Local Exchange Carrier in Missouri. Signal Equity Partners, II, LP owns the remaining 51% of Northwest Missouri Holdings, Inc.

American Broadband Communications, Inc.                      10% Owners:

William Tucker 57%  
Citizenship: US  
Residence: Maryland  
Principal Business: Telecommunications

Patrick Eudy 35%  
Citizenship: US

Residence: North Carolina

60% Owner of Dialog Telecommunications, a Competitive Local Exchange  
Carrier operating in Kentucky, Mississippi and North Carolina

American Broadband Communications, LLC.                      10% Owners:

William Tucker 50%

Citizenship: US

Residence: Maryland

Principal Business: Telecommunications

Patrick Eudy 47.5%

Citizenship: US

Residence: North Carolina

60% Owner of Dialog Telecommunications, a Competitive Local Exchange  
Carrier operating in Kentucky, Mississippi and North Carolina

Signal Equity Partners II, L.P.

General Partner                      Signal Equity Advisors II, LLC, 2.94%

Signal Equity Advisors II, LLC                      10% Owners

Timothy P. Bradley    23.3%

Brooklyn, N.Y.

Citizenship, U.S.

Alfred J. Puchala, Jr.    22.3%

Westport, CT

Citizenship, U.S.

Christian Nolen                      19.6%

Watertown, MA

Citizenship, U.S.

Malcolm C. Nolen                      19.6%

New York, NY

Citizenship, U.S.

Charles T. Lake II                      11.2%

New York, NY

Citizenship, U.S.

10% Limited Partners

Garden House, LLC    58.9%

New York, NY

Garden House, LLC 10% Owner

Eliot Nolen, New York, NY, U.S. citizen, owns approximately 95% of Garden House and does not own or control other communications businesses.

Eurazeo 23.5%

Paris, France

Eurazeo indirectly owns 15.2% of Eutelsat that it holds through a 66% interest in BlueBirds, which has a 23% interest in Eutelsat.<sup>2</sup> Eutelsat provides communications services in Europe and the Indian Ocean region. Eurazeo also owns a 11% interest in Distacom, which owns companies providing mobile telephone service in Hong Kong and India

Burden Direct Investment Fund III 11.76%

New York, NY

Does not own or control other communications businesses

**(5) Certification Pursuant to Rules 1.2001-1.2003**

Applicants hereby certify, pursuant to 47 C.F.R. §§ 1.2001-1.2003, that to the best of their knowledge, information, and belief, no party to the application is subject to denial of federal benefits pursuant to section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 862.

**(6) Description of Transaction**

The Applicants have entered into an Agreement and Plan of Merger which describes a transaction by which Pymatuning Holding Company, Inc. will acquire all of the issued and outstanding capital stock of Pymatuning Telco by virtue of the merger of PITC Acquisition Sub into Pymatuning Telco, pursuant to Pennsylvania law. Upon closing of the transaction,

---

<sup>2</sup>

See, [http://www.eurazeo.com/gb/investissement/investissements\\_type.htm](http://www.eurazeo.com/gb/investissement/investissements_type.htm)



Pymatuning Telco will continue to provide local and long distance telephone service to Pymatuning Telco's current subscribers.

**(7) Geographic Description**

Pymatuning Telco is an independent incumbent local exchange carrier providing local exchange, exchange access service, to subscribers in and around a 28 square mile area in Pymatuning, South Pymatuning, West Salem and Delaware Townships, Mercer County, Pennsylvania.

**(8) Streamlined Treatment**

The Applicants request streamlined treatment for this application which qualifies for streamlining under Sections 63.03 of the Commission's rules.

The application is entitled to a presumption of applicability of the streamlined procedures pursuant to Sections 63.03(b)(2)(ii) and (iii). At the close of the transaction Pymatuning Holding Company, Inc., together with all of its affiliates, will have a less than 10% share of the interstate, interexchange market. With respect to Section 63.03(b)(2)(ii), Dialog Telecommunications, a non-dominant carrier provides services exclusively outside the geographic area where the dominant carrier, Pymatuning Telco is dominant. With respect to Section 63.03(b)(2)(ii), the applicant Pymatuning Telco and Pymatuning Holding Company, Inc.'s affiliates, Georgetown Telephone Company and Oregon Farmers Mutual Telephone Company, together have fewer than two (2) percent of the nation's subscriber lines and there are no overlapping or adjacent service areas.

**(9) Other Related Applications Before the Commission**

**None**

**(10) Statement of Imminent Business Failure**

Not applicable.

**(11) Separately Filed Waiver Requests**

None

**(12) Public Interest Statement**


Upon completion of the Stock Purchase Pymatuning, Telco will continue to provide high quality, modern local exchange, exchange access and long distance service to its current subscribers in a manner that will be transparent to them. Pymatuning Telco will be financially and operationally stronger, however, through affiliation with a larger organization with greater resources. Pymatuning Holding Company, Inc. intends to expand DSL availability to 100% of the subscribers within three years.

**Conclusion.**

For the foregoing reasons, Applicants respectfully request that the Commission promptly grant this Application.

Respectfully Submitted,

The Pymatuning Independent Telephone Company  
Pymatuning Holding Company, Inc.  
PITC Acquisition Sub, Inc.

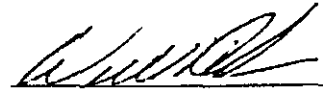
by   
David Cosson  
KRASKIN, MOORMAN & COSSON, LLC  
2120 L Street, NW, Suite 520  
Washington, DC 20037

March 23, 2005

# DECLARATION OF WILLIAM H. TUCKER

I, William H. Tucker, Chairman of Pymatuning Holding Company, Inc and PITC Acquisition Sub, Inc., declare under penalty of perjury that Pymatuning Holding Company, Inc. and PITC Acquisition Sub, Inc., including all officers, directors, or persons holding five percent or more of the outstanding stock or shares (voting and/or non-voting) of both companies as specified in Section 1.2003(b) of the Commission's Rules, are not subject to denial of federal benefits pursuant to section 5301 of the Anti-Drug Abuse Act of 1988.

Executed on: 3-20-05

  
\_\_\_\_\_  
William H. Tucker  
Chairman

### DECLARATION OF RODNEY L. BENTON

I, Rodney L. Benton, President, The Pymatuning Independent Telephone Company, declare under penalty of perjury that Pymatuning Telco, including all officers, directors, or persons holding five percent or more of the outstanding stock or shares (voting and/or non-voting) of Pymatuning Telco, as specified in Section 1.2003(b) of the Commission's Rules, is not subject to denial of federal benefits pursuant to section 5301 of the Anti-Drug Abuse Act of 1988.

Executed on: 3/23/05

  
Rodney L. Benton

### Certificate of Service

I, Darlene Poindexter, of Kraskin, Moorman and Cosson, LLC, 2120 L St., N.W., Washington, D.C. 20037, do hereby certify that on this 3/27/05 day of March, 2005, a copy of the foregoing "Application for Transfer of Control" was mailed, U.S. First Class postage prepaid, to the following:


The Honorable Edward G. Rendell  
Governor of Pennsylvania  
225 Main Capitol Building  
Harrisburg, PA 17120

Department of Defense  
Assistant Secretary of Defense for C3I  
1000 Defense Pentagon, Room 3E172  
Washington, D.C. 20301-1000

Department of State  
EB/CIP/SCA  
2201 C Street, N.W.  
Washington, D.C. 20520

Rebecca Halstead\*  
Policy Division  
International Bureau  
Federal Communications Commission  
445 12<sup>th</sup> St., S.W.  
Washington, D.C. 20554

William Dever, Deputy Chief\*  
Competition Policy Division  
Wireline Competition Bureau  
Federal Communications Commission  
445 12<sup>th</sup> St., S.W.  
Washington, D.C. 20554

  
\_\_\_\_\_  
Darlene Poindexter

\* Via Hand Delivery